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*Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Joint Administration

**NOTICE OF MOTION FOR ENTRY OF AN ORDER
TO PERMIT THE DEBTORS TO CONTINUE USING CASH COLLATERAL**

PLEASE TAKE NOTICE that the undersigned have filed the attached *Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion will take place on **April 30, 2013 at 10:00 a.m. (prevailing Eastern time)** before the Honorable Martin Glenn, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, Room 501.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy

Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **April 19, 2013 at 4:00 p.m.** (Prevailing Eastern Time), upon (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attn: Gary S. Lee, Todd M. Goren and Samantha Martin); (b) the Office of the United States Trustee for the Southern District of New York; (c) the office of the United States Attorney General; (d) the office of the New York Attorney General; (e) the office of the United States Attorney for the Southern District of New York; (f) the Internal Revenue Service; (g) the Securities and Exchange Commission; (h) Ally Financial Inc. and its counsel, Kirkland & Ellis LLP; (i) Ally Bank and its counsel, Kirkland & Ellis LLP; (j) UMB Bank, N.A., as successor indenture trustee for the Junior Secured Notes (the "Trustee"), and its counsel, Kelley Drye & Warren LLP; (k) Wells Fargo Bank, N.A., as collateral agent for the Junior Secured Notes, as collateral agent for the AFI Senior Secured Credit Facility, and as collateral control agent under the Intercreditor Agreement, dated as June 6, 2008 (the "Collateral Agent"); (l) counsel to the Ad Hoc Group of Junior Secured Notes, White & Case LLP and Milbank, Tweed, Hadley & McCloy LLP; (m) counsel for the Committee, Kramer Levin, Naftalis & Frankel LLP; and (n) the parties required to be served under the Debtors' Case Management Procedures Order (collectively, the "Notice Parties").

PLEASE TAKE FURTHER NOTICE that if you do not timely file and serve a written objection to the relief requested in the Motion, the Bankruptcy Court may deem any opposition

waived, treat the Motion as conceded, and enter an order granting the relief requested in the Motion without further notice or hearing.

Dated: April 8, 2013
New York, New York

/s/ Todd M. Goren

Gary S. Lee

Todd M. Goren

Samantha Martin

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